

In re **Warehouse 86, LLC**Case No. 08-03423

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME<br>AND MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above.) | CODEBTOR<br>H<br>W<br>J<br>C | Husband, Wife, Joint, or Community | DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND<br>DESCRIPTION AND VALUE<br>OF PROPERTY<br>SUBJECT TO LIEN | CONTINGENT<br>X<br>UNLIQUIDATED<br>X<br>DISPUTED<br>X | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL | UNSECURED<br>PORTION, IF<br>ANY |
|--|------------------------------|------------------------------------|--|---|--|---------------------------------|
|  |                              |                                    |  |   |  |                                 |
| Account No.  |                              |                                    | Rent Deposit   |   |  |                                 |
| 5 River Bend PI., LLC<br>5 River Bend Place<br>Ste. D<br>Flowood, MS 39232                                       | -                            |                                    | Rent Deposit - 5 River Bend PI, Flowood, MS  |   |  |                                 |
|  |                              |                                    | Value \$ 294.00  |   | 294.00   | 0.00                            |
| Account No.  |                              |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |   |  |                                 |
| American Covers, Inc.<br>dba Handstands<br>675 West 14600 South<br>Bluffdale, UT 84065                           | -                            |                                    |  |   |  |                                 |
|  |                              |                                    | Value \$ 300.00  |   | 300.00   | 0.00                            |
| Account No.  |                              |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |   |  |                                 |
| Audiovox Spec. Applic.<br>53200 Marina Drive<br>Elkhart, IN 46514  | -                            |                                    |  |   |  |                                 |
|  |                              |                                    | Value \$ 25,000.00   |   | 25,000.00  | 0.00                            |
| Account No.  |                              |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |   |  |                                 |
| Baja Motorsports, LLC<br>40602 North Hammond Ln<br>Phoenix, AZ 85034   | -                            |                                    |  |   |  |                                 |
|  |                              |                                    | Value \$ 1,000.00  |   | 1,000.00   | 0.00                            |
| Subtotal<br>(Total of this page)   |                              |                                    |  |   | 26,594.00  | 0.00                            |

4 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

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## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

| CREDITOR'S NAME<br>AND MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions.) | CODEBTOR<br>H<br>W<br>J<br>C | Husband, Wife, Joint, or Community<br>DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND<br>DESCRIPTION AND VALUE<br>OF PROPERTY<br>SUBJECT TO LIEN | CONTINGENT<br>UNLIQUIDATED<br>DISPUTED | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL |            | UNSECURED<br>PORTION, IF<br>ANY |
|--|------------------------------|--|--|--|------------|---------------------------------|
|  |                              |  |  | Value \$   | 2,000.00   |                                 |
| Account No.  |                              | Lien interest in goods owned by creditor<br>consigned to Debtor  |  |  | 2,000.00   | 0.00                            |
| Brands on Sale<br>16706 Edwards Rd.<br>Cerritos, CA 90703  | -                            |  |  |  |            |                                 |
| Account No.  |                              | Lien interest in goods owned by creditor<br>consigned to Debtor  |  |  | 2,858.78   | 2,558.78                        |
| DHL Express-Claims<br>Attn: Mark Sanchez<br>1144 W. Washington St.<br>Tempe, AZ 85281                      | -                            |  |  |  |            |                                 |
| Account No.  |                              | Lien interest in goods owned by creditor<br>consigned to Debtor  |  |  | 370,911.30 | 369,411.30                      |
| DHL Express-SRC<br>1100 Airport Rd.<br>MS 2061-D11<br>Wilmington, OH 45177                                 | -                            |  |  |  |            |                                 |
| Account No.  |                              | Utility Deposit - Memphis Light Gas and<br>Water   |  |  |            |                                 |
| Memphis LG&W<br>P.O. Box 388<br>Memphis, TN 38145-0388   | -                            |  |  |  |            |                                 |
| Account No.  |                              | Purchase Money Security<br>Baler (destroyed in 2/5/08 tornado)   |  |  | 26,200.00  | 0.00                            |
| Memphis Recycling Serv.<br>1131 Agnes<br>Memphis, TN 38104   | -                            |  |  |  |            |                                 |
|  |                              | Value \$   |  | Unknown  | 3,731.52   | Unknown                         |
| Sheet <u>1</u> of <u>4</u> continuation sheets attached to<br>Schedule of Creditors Holding Secured Claims |                              |  | Subtotal<br>(Total of this page)       |  | 405,701.60 | 371,970.08                      |

B6D (Official Form 6D) (12/07) - Cont.

In re **Warehouse 86, LLC**Case No. 08-03423

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**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

| CREDITOR'S NAME<br>AND MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions.) | CODE<br>H<br>W<br>J<br>C | Husband, Wife, Joint, or Community | DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND<br>DESCRIPTION AND VALUE<br>OF PROPERTY<br>SUBJECT TO LIEN | CONTINGENT                       | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL | UNSECURED<br>PORTION, IF<br>ANY |
|--|--------------------------|------------------------------------|--|----------------------------------|--------------|----------|--|---------------------------------|
|  |                          |                                    |  |                                  |              |          |  |                                 |
| Account No.  |                          |                                    |  |                                  |              |          |  |                                 |
| Mercantila, Inc.<br>665 Chestnut St 2nd Fl<br>San Francisco, CA 94133                                      | -                        |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |                                  |              |          |  |                                 |
|  |                          |                                    | Value \$ 500.00  |                                  |              |          | 11,787.99  | 11,387.99                       |
| Account No.  |                          |                                    |  |                                  |              |          |  |                                 |
| Merchandise Manu. Inc.<br>6650 Caballero Blvd.<br>Buena Park, CA 90620                                     | -                        |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |                                  |              |          |  |                                 |
|  |                          |                                    | Value \$ 6,000.00  |                                  |              |          | 11,234.13  | 5,234.13                        |
| Account No.  |                          |                                    |  |                                  |              |          |  |                                 |
| Overstock.com, Inc.<br>6350 S. 3000 East<br>Salt Lake Cit, UT 84121  | -                        |                                    | Lien interest in goods owned by creditor<br>consigned to Debtor  |                                  |              |          |  |                                 |
|  |                          |                                    | Value \$ 3,000.00  |                                  |              |          | 556,880.23   | 553,880.23                      |
| Account No.  |                          |                                    |  |                                  |              |          |  |                                 |
| Pay Pal<br>211 N. 1st Street<br>San Jose, CA 95131   | -                        |                                    | Contractual<br><br>Pay Pal Retention   |                                  | X            | X        |  |                                 |
|  |                          |                                    | Value \$ 120,669.62  |                                  |              |          | 120,669.62   | 0.00                            |
| Account No.  |                          |                                    |  |                                  |              |          |  |                                 |
| Porche Financial Serv<br>4343 Commercial Ct.<br>Ste. 300<br>Lisle, IL 60532                                | -                        |                                    | Purchase Money Security<br><br>Automobile (911 Porche)   |                                  | X            | X        |  |                                 |
|  |                          |                                    | Value \$ Unknown   |                                  |              |          | 35,300.00  | Unknown                         |
| Sheet <u>2</u> of <u>4</u> continuation sheets attached to<br>Schedule of Creditors Holding Secured Claims |                          |                                    |  | Subtotal<br>(Total of this page) |              |          | 735,871.97   | 570,502.35                      |

B6D (Official Form 6D) (12/07) - Cont.

In re Warehouse 86, LLC,  
DebtorCase No. 08-03423**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

| CREDITOR'S NAME<br>AND MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions.) | CODEBTOR<br>H<br>W<br>J<br>C | Husband, Wife, Joint, or Community<br>DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND<br>DESCRIPTION AND VALUE<br>OF PROPERTY<br>SUBJECT TO LIEN | CONTINGENT                       | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL | UNSECURED<br>PORTION, IF<br>ANY |
|--|------------------------------|--|----------------------------------|--------------|----------|--|---------------------------------|
|  |                              |  |                                  |              |          | Value \$   |                                 |
| Account No.  |                              | Utility Deposit - Questar Gas, Ogden, UT   |                                  |              |          | 800.00   | 0.00                            |
| Questar Gas Co.<br>P.O. Box 45841<br>Salt Lake City, UT 84139  | -                            |  |                                  |              |          |  |                                 |
| Value \$   |                              | 800.00   |                                  |              |          | 800.00   | 0.00                            |
| Account No.  |                              | Utility Deposit - Questar Gas, Ogden, UT   |                                  |              |          | 0.00   | 0.00                            |
| Questar Gas Company<br>P O Box 45841<br>Salt Lake Cit, UT 84139  | -                            |  |                                  |              |          |  |                                 |
| Value \$   |                              | 800.00   |                                  |              |          | 0.00   | 0.00                            |
| Account No.  |                              | Rent Deposit - Radio Shack, Inc  |                                  |              |          | Unknown  | Unknown                         |
| RadioShack Corporation<br>Rent Acct Dept, Ac Sup<br>P. O. Box 961090<br>Fort Worth, TX 76161-5014          | -                            |  |                                  |              |          |  |                                 |
| Value \$   |                              | 35,407.90  |                                  |              |          | Unknown  | Unknown                         |
| Account No.  |                              | Utility Deposit - Rocky Mountain Power,<br>Ogden Utah  |                                  |              |          | 6,000.00   | 0.00                            |
| Rocky Mountain Power<br>1033 NE 6th Ave<br>Portland, OR 97256-0001   | -                            |  |                                  |              |          |  |                                 |
| Value \$   |                              | 6,000.00   |                                  |              |          | 6,000.00   | 0.00                            |
| Account No.  |                              | Rent Deposit - Radio Shack, Inc  |                                  | X            | X        | Unknown  | Unknown                         |
| SC Kiosk, Inc.<br>300 Radio Shack Circle<br>MS CF4-101<br>Fort Worth, TX 76102                             | -                            |  |                                  |              |          |  |                                 |
| Value \$   |                              | 35,407.90  |                                  |              |          | Unknown  | Unknown                         |
| Sheet <u>3</u> of <u>4</u> continuation sheets attached to<br>Schedule of Creditors Holding Secured Claims |                              |  | Subtotal<br>(Total of this page) |              |          | 6,800.00   | 0.00                            |

B6D (Official Form 6D) (12/07) - Cont.

In re Warehouse 86, LLC,  
DebtorCase No. 08-03423**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

| CREDITOR'S NAME<br>AND MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions.) | CODEBTOR<br>H<br>W<br>J<br>C | Husband, Wife, Joint, or Community<br>DATE CLAIM WAS INCURRED,<br>NATURE OF LIEN, AND<br>DESCRIPTION AND VALUE<br>OF PROPERTY<br>SUBJECT TO LIEN | CONTINGENT                                | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM<br>WITHOUT<br>DEDUCTING<br>VALUE OF<br>COLLATERAL | UNSECURED<br>PORTION, IF<br>ANY |
|--|------------------------------|--|---|--------------|----------|--|---------------------------------|
|  |                              |  |   |              |          |  |                                 |
| Account No.  |                              | Non-Purchase Money Security  |   |              |          |  |                                 |
| Stuart M. Irby<br>P.O. Box 1819<br>Jackson, MS 39205-1819  | -                            | All accounts, equipment, general<br>intangibles, chattel paper, instruments,<br>documents, cash, inventory, and all<br>other personal property   |   |              |          |  |                                 |
|  |                              | Value \$ 1,236,756.00  |   |              |          | 1,236,756.00   | 0.00                            |
| Account No.  |                              |  |   |              |          |  |                                 |
|  |                              |  |   |              |          |  |                                 |
|  |                              | Value \$   |   |              |          |  |                                 |
| Account No.  |                              |  |   |              |          |  |                                 |
|  |                              |  |   |              |          |  |                                 |
|  |                              | Value \$   |   |              |          |  |                                 |
| Account No.  |                              |  |   |              |          |  |                                 |
|  |                              |  |   |              |          |  |                                 |
|  |                              | Value \$   |   |              |          |  |                                 |
| Account No.  |                              |  |   |              |          |  |                                 |
|  |                              |  |   |              |          |  |                                 |
|  |                              | Value \$   |   |              |          |  |                                 |
| Sheet <u>4</u> of <u>4</u> continuation sheets attached to<br>Schedule of Creditors Holding Secured Claims |                              |  | Subtotal<br>(Total of this page)          |              |          | 1,236,756.00   | 0.00                            |
|  |                              |  | Total<br>(Report on Summary of Schedules) |              |          | 2,411,723.57   | 942,472.43                      |